

DEC 7 . 1970

FIRST AMENDMENT TO EQUIPMENT LEASE

RECORDATION NO. 5824-9 Filed & Recorded

DEC 18 1970 - 9 22 AM

THIS FIRST AMENDMENT TO EQUIPMENT LEASE ^{INTERSTATE COMMERCE COMMISSION} December 1, 1970, between GEORGE D. MACKAY and EDWARD E. CASTANS, not in their individual capacities but solely as Trustees under a Trust Agreement dated as of August 27, 1970 (the "Lessor"), UNITED STATES LEASING INTERNATIONAL, INC., a California corporation, as Agent for the Lessor (the "Agent") and BURLINGTON NORTHERN INC., a Delaware corporation (the "Lessee");

W I T N E S S E T H:

WHEREAS, the Lessor, the Lessee and the Agent have heretofore executed and delivered that certain Equipment Lease dated as of August 27, 1970 (the "Lease") providing for the lease thereunder by the Lessor to the Lessee of certain railroad equipment more fully described in the Schedule attached to said Lease; and

WHEREAS, the said Lease was filed for record in the Office of the Secretary of the Interstate Commerce Commission at 1:55 P.M. on September 8, 1970 and has been assigned Recordation No. 5824; and

WHEREAS, the Lessor, the Lessee and the Agent desire to amend the Lease as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor, Lessee and the Agent hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended by deleting Schedules A-1, A-2, B-1, B-2, C-1 and C-2 attached to the Lease as originally executed and by substituting therefore Schedules A-1, A-2, B-1 and C-1 attached to this First Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to Equipment Lease to be executed by their respective officers thereunder duly authorized and their corporate seals to be hereto affixed as of the day and year first above written.

GEORGE D. MACKAY and EDWARD E. CASTANS,
Trustees under B. N. Trust No. 1

By

George D. Mackay
LESSOR

(Corporate Seal)

Attest:

Joanne L. Miller
Asst. Secretary

(Corporate Seal)

Attest:

Monica
Secretary

UNITED STATES LEASING INTERNATIONAL, INC.

By

David G. Hobey
Its Vice President
AGENT AS AFORESAID

BURLINGTON NORTHERN INC.

By

William
Its Vice President, Finance LESSEE

STATE OF ILLINOIS)
) SS
COUNTY OF DU PAGE)

On this 2th day of Dec, 1970, before me personally appeared Shirley D Mac Kay to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

(Seal)

My commission expires: Apr. 17, 1974

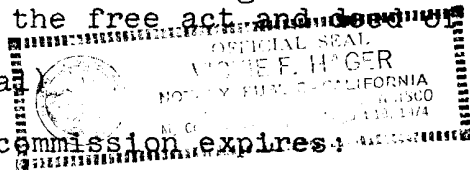
Anna Marie Carrigan

STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF)
SAN FRANCISCO)

On this 9 day of December, 1970, before me personally appeared DAVID A. WOOLSEY, to me personally known who being by me duly sworn, says that he is the Vice President of UNITED STATES LEASING INTERNATIONAL, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

My commission expires:



Victor F. Hager

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 11th day of DECEMBER, 1970, before me personally appeared W. N. EKNZEN, to me personally known, who being by me duly sworn, says that he is the Vice President of Finance BURLINGTON NORTHERN INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

My commission expires:

Richard J. Wolfe
RICHARD J. WOLFE,
Notary Public, Ramsey County, Minn.
My Commission Expires April 30, 1972

SCHEDULE A-1

| | |
|--|---|
| NUMBER OF UNITS: | 113 |
| DESCRIPTION OF EQUIPMENT TO BE RECONSTRUCTED: | 70-ton rebuilt hopper cars, Road Numbers BN 516000 through BN 516112 |
| PRICE: | \$6,650.00 per car |
| TOTAL PRICE: | \$751,450 for all 113 cars |
| OUTSIDE DELIVERY DATE: | March 31, 1971 |
| DELIVER TO: | Burlington Northern Inc. as designated by the Railroad |
| RENT PERIOD: | Eight (8) years commencing with the first rental payment date |
| FIXED RENTAL: | 16 semi-annual installments, in advance, of \$570.24 per unit or an aggregate of \$64,437.12 for 113 units |
| INTERIM DAILY RENT: | \$1.986 per day per car |

In the event the price of any Items covered by this Schedule is greater or less than the amount shown above, the rentals for such Item shall be ratably increased or reduced.

LESSEE: BURLINGTON NORTHERN INC.

TRUSTOR: First National Bank of Minneapolis

LENDER: Los Angeles County Employees Retirement Association

SCHEDULE A-2

| | |
|--|--|
| NUMBER OF UNITS: | 187 |
| DESCRIPTION OF EQUIPMENT TO BE RECONSTRUCTED: | 70-ton rebuilt hopper cars, Road Numbers BN 516113 through BN 516299 |
| PRICE: | \$6,650.00 per car |
| TOTAL PRICE: | \$1,243,550.00 for all 187 cars |
| OUTSIDE DELIVERY DATE: | March 31, 1971 |
| DELIVER TO: | Burlington Northern Inc. as designated by the Railroad |
| RENT PERIOD: | Eight (8) years commencing with the first rental payment date |
| FIXED RENTAL: | 16 semi-annual installments, in advance, of \$570.24 per unit or an aggregate of \$106,634.88 for 187 units |
| INTERIM DAILY RENT: | \$1.986 per day per car |

In the event the price of any Items covered by this Schedule is greater or less than the amount shown above, the rentals for such Item shall be ratably increased or reduced.

LESSEE: BURLINGTON NORTHERN INC.

TRUSTOR: The First National Bank of Minneapolis

LENDER: State Farm Life Insurance Company

SCHEDULE B-1

| | |
|--|--|
| NUMBER OF UNITS: | 200 |
| DESCRIPTION OF EQUIPMENT TO BE RECONSTRUCTED: | 50-foot rebuilt boxcars, Road Numbers BN 390550 through BN 390649 and BN 318800 through BN 318899 |
| PRICE: | \$6,960.00 per car |
| TOTAL PRICE: | \$1,392,000 for all 200 cars |
| OUTSIDE DELIVERY DATE: | March 31, 1971 |
| DELIVER TO: | Burlington Northern Inc. as designated by the Railroad |
| RENT PERIOD: | Eight (8) years commencing with the first rental payment date |
| FIXED RENTAL: | 16 semi-annual installments, in advance, of \$595.08 per unit or an aggregate for 200 units of \$119,016.00 |
| INTERIM DAILY RENT: | \$2.0784 per day per car |

In the event the price of any Items covered by this Schedule is greater or less than the amount shown above, the rentals for such Item shall be ratably increased or reduced.

LESSEE: BURLINGTON NORTHERN INC.

TRUSTOR: First National Bank of Minneapolis

LENDER: Los Angeles County Employees Retirement Association

SCHEDULE C-1

| | |
|--|---|
| NUMBER OF UNITS: | 100 |
| DESCRIPTION OF EQUIPMENT TO BE RECONSTRUCTED: | Rebuilt gondolas, Road Numbers BN 556700 through BN 556774 and BN 560150 through BN 560174, both inclusive |
| PRICE: | \$3,250.00 per car |
| TOTAL PRICE: | \$325,000.00 for all 100 units |
| OUTSIDE DELIVERY DATE: | March 31, 1971 |
| DELIVER TO: | Burlington Northern Inc. as designated by the Railroad |
| RENT PERIOD: | Eight (8) years commencing with the first rental payment date |
| FIXED RENTAL: | 16 semi-annual installments, in advance, of \$280.31 per unit or an aggregate of \$28,031.00 for 100 units |
| INTERIM DAILY RENT: | \$.9705 per day per unit |

In the event the price of any Items covered by this Schedule is greater or less than the amount shown above, the rentals for such Item shall be ratably increased or reduced.

LESSEE: BURLINGTON NORTHERN INC.

TRUSTOR: First National Bank of Minneapolis

LENDER: Los Angeles County Employees Retirement Association